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Time Warner Cable
Department of Government Relations
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Mr. Gerald Urbantke
Marketing Communications Manager
City of Arlington
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JUN 15 '10 AM 9:24

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JUN 15 '10 AM 9:24

June 8, 2010

Dear Sir or Madam,

On March 1, 2010, Time Warner Cable wrote to you in order to provide advance notice regarding a new interactive technology being implemented within the local franchising area known as Switched Digital Video ("SDV"). Those announced changes did not take place on the originally scheduled date, but they will occur in the coming days. The purpose of this letter is to (1) remind you of those previously announced changes, (2) provide advance notice of additional, similar changes, and (3) once again describe the offers we are extending to address the potential impact that those changes may have on certain customers' ability to access the services we provide.

As you know, SDV is a particularly exciting bandwidth-management breakthrough that makes it possible for us to offer many additional services, including new HD channels and HD versions of popular existing channels, to our customers. SDV allows us to provide these additional services, while at the same time continuing to offer existing services, because channels delivered using SDV are transmitted over the cable system only on an as-needed basis. As a result, SDV uses system capacity more efficiently than the traditional, always-on method. In order to launch all the new services our customers want, we must also deliver some existing channels using SDV to make additional bandwidth available.

The deployment of SDV, by itself, will not have any effect on the services that we offer. In fact, SDV will have no impact whatsoever on the vast majority of our customers. However, SDV will affect the ability of one-way CableCARD-equipped retail devices (also known as Unidirectional Digital Cable Products or "UDCPs") to access certain channels absent additional equipment. For that reason, we are notifying both customers who own UDCPs and the relevant local franchising authorities ("LFAs") of this upcoming change.

When we contacted you on March 1, 2010, we notified you that we would start to deliver the channels listed below via SDV beginning April 5, 2010. Those changes did not take place at that time. In the coming days, however, we will begin delivering the following previously identified channels using SDV:

A&E HD	Expanded Basic HD Channel 754
ABC Family HD	Expanded Basic HD Channel 778
Animal Planet HD	Expanded Basic HD Channel 757
Biography HD	Digital Plus HD Channel 764
Bravo HD	Expanded Basic HD Channel 763
CBS College Sports HD	Sports Tier HD Channel 790
CNBC HD	Expanded Basic HD Channel 765
CNN HD	Expanded Basic HD Channel 740
Discovery Channel HD	Basic HD Channel 756

Disney HD
 Disney XD HD
 ESPN HD
 ESPN2 HD
 ESPNNews HD
 EPSNU HD
 Food Network HD
 FOX News HD
 FOX Sports HD
 FX HD
 Golf HD
 Hallmark Movie Channel HD
 HD Theater
 HGTV HD
 History HD
 Lifetime Movie Channel HD
 National Geographic HD
 Planet Green HD
 Science Channel HD
 Speed HD
 SyFy HD
 TBS HD
 TLC HD
 TNT HD
 Travel Channel HD
 USA HD
 Versus HD
 Weather Channel HD
 MAVTV HD
 MGM HD
 Universal HD
 Smithsonian Channel HD
 Cinemax East HD
 STARZ East HD

Expanded Basic HD Channel 775
 Digital Basic HD Channel 776
 Expanded Basic HD Channel 780
 Expanded Basic HD Channel 785
 Digital Basic HD Channel 783
 Digital Basic HD Channel 784
 Expanded Basic HD Channel 752
 Expanded Basic HD Channel 741
 Expanded Basic HD Channel 787
 Expanded Basic HD Channel 768
 Expanded Basic HD Channel 789
 Digital Basic HD Channel 774
 Expanded Basic HD Channel 755
 Expanded Basic HD Channel 753
 Expanded Basic HD Channel 745
 Digital Basic HD Channel 751
 Digital Basic HD Channel 771
 Digital Basic HD Channel 760
 Digital Basic HD Channel 761
 Expanded Basic HD Channel 788
 Expanded Basic HD Channel 762
 Expanded Basic HD Channel 744
 Expanded Basic HD Channel 758
 Expanded Basic HD Channel 770
 Expanded Basic HD Channel 759
 Expanded Basic HD Channel 769
 Expanded Basic HD Channel 786
 Expanded Basic HD Channel 738
 HD Tier Channel 807
 HD Tier Channel 797
 HD Tier Channel 805
 HD Tier Channel 806
 Premium Channel 825
 Premium Channel 835

In addition, we will start to deliver the following channels via SDV beginning July 20th, 2010

Encore
 Encore Action
 Encore Drama
 Encore Love
 Encore Mystery
 Encore Wam
 Encore Westerns

Digital Plus Tier Channel 563
 Digital Plus Tier Channel 568
 Digital Plus Tier Channel 569
 Digital Plus Tier Channel 564
 Digital Plus Tier Channel 565
 Digital Plus Tier Channel 566
 Digital Plus Tier Channel 567

HBO 2 East	Premium Channel 502
HBO Comedy East	Premium Channel 503
HBO Family East	Premium Channel 504
HBO Latino East	Premium Channel 505
HBO Signature East	Premium Channel 506
HBO Zone East	Premium Channel 507
HBO West	Premium Channel 511
HBO 2 West	Premium Channel 512
HBO Signature West	Premium Channel 515
HBO Family West	Premium Channel 514
HBO Comedy West	Premium Channel 513
HBO Zone West	Premium Channel 516
ActionMAX East	Premium Channel 511
MoreMAX East	Premium Channel 512
ThrillerMAX East	Premium Channel 513
CineMAX West	Premium Channel 514
ActionMAX West	Premium Channel 515
MoreMAX West	Premium Channel 529
ThrillerMAX West	Premium Channel 530
Showtime Extreme East	Premium Channel 531
Showtime Family East	Premium Channel 537
Showtime Next East	Premium Channel 539
Showtime Showcase East	Premium Channel 540
Showtime 2 East	Premium Channel 541
Showtime Women East	Premium Channel 542
Showtime Beyond East	Premium Channel 543
The Movie Channel Extra	Premium Channel 549
Starz Cinema	Premium Channel 555
Starz Comedy	Premium Channel 556
Starz Edge	Premium Channel 557
Starz In Black	Premium Channel 558
Starz Kids & Family	Premium Channel 559
American Life	Digital Basic Channel 103
Art & Coin TV	Digital Basic Channel 167
BBC America	Digital Basic Channel 268
Bloomberg TV	Digital Basic Channel 227
Boomerang	Digital Basic Channel 127
Centric	Digital Basic Channel 280
Chiller	Digital Basic Channel 265
CMT Pure Country	Digital Basic Channel 286
CNBC World	Digital Basic Channel 225
C-SPAN 1	Digital Basic Channel 231
C-SPAN 2	Digital Basic Channel 232
C-SPAN 3	Digital Basic Channel 233
Current TV	Digital Basic Channel 229
Discovery Health	Digital Basic Channel 200

Discovery Kids	Digital Basic Channel 120
Disney XD	Digital Basic Channel 125
ESPN Deportes	Digital Basic Channel 320
Family Net	Digital Basic Channel 101
Fit TV	Digital Basic Channel 161
Flix	Digital Basic Channel 573
FOX Business	Digital Basic Channel 228
GSN	Digital Basic Channel 106
Halogen	Digital Basic Channel 144
IFC	Digital Basic Channel 253
ImagineAsian TV	Digital Basic Channel 342
Jewelry TV	Digital Basic Channel 163
Leased Access	Digital Basic Channel 168
Ovation	Digital Basic Channel 295
Planet Green	Digital Basic Channel 151
SiTV	Digital Basic Channel 316
Sleuth	Digital Basic Channel 271
Sundance Channel	Digital Basic Channel 576
Teen Nick	Digital Basic Channel 123
Texas Channel	Digital Basic Channel 185
VH1 Classic	Digital Basic Channel 284
Word Network	Digital Basic Channel 143
MTV Hits	Digital Plus Tier Channel 290
MTV Jams	Digital Plus Tier Channel 291
MTV Tr3s	Digital Plus Tier Channel 306
Nick 2	Digital Plus Tier Channel 122
Sprout	Digital Plus Tier Channel 130
VH1 Soul	Digital Plus Tier Channel 285
Big Ten Network	Sports Tier Channel 197
CBS College Sports	Sports Tier Channel 195
FOX College Sports-Atlantic	Sports Tier Channel 180
FOX College Sports-Central	Sports Tier Channel 181
FOX College Sports-Pacific	Sports Tier Channel 182
Fuel	Sports Tier Channel 193
Outdoor Channel	Sports Tier Channel 186
Sportsman Channel	Sports Tier Channel 191
Tennis Channel	Sports Tier Channel 192
Cine Latino	Mas Canales Channel 307
CNN en Espanol	Mas Canales Channel 302
Discovery en Espanol	Mas Canales Channel 301
Disney XD	Mas Canales Channel 304
FOX Sports en Espanol	Mas Canales Channel 303
Gol TV	Mas Canales Channel 321
History en Espanol	Mas Canales Channel 305
La Familia	Mas Canales Channel 309
Latele Novela	Mas Canales Channel 311

MexicoTV
Sorpresa!
TBN Enlace
Video Rola
TV Asia
Zee TV

Mas Canales Channel 313
Mas Canales Channel 317
Mas Canales Channel 319
Mas Canales Channel 312
International Channel 341
International Channel 340

As we described to you previously, the current generation of CableCARD-compatible devices sold at retail is only capable of accessing our one-way services. Such devices were not designed to be compatible with SDV, which is a two-way service. As a result, once the channels listed above are delivered using SDV technology, they will not be accessible via UDCPs. However, to ensure that our customers can view programming delivered via SDV, we are pleased to announce that we are making the following special offers.

HD TiVo and Moxi HD DVRs: For customers with CableCARD-equipped HD TiVo digital video recorders ("DVRs") (specifically, TiVo Series3, TiVo HD, TiVo HD XL, and TiVo Premiere DVRs) and Moxi HD DVRs, Time Warner Cable has worked with the rest of the cable industry and TiVo Inc. to develop an external device called the Tuning Adapter. The Tuning Adapter is designed to work in conjunction with customers' HD TiVo or Moxi HD DVRs, and it will allow these customers to receive programming delivered using SDV technology, but not our other interactive features (such as the Electronic Programming Guide, Video On Demand, and other two-way services that, by design, their DVRs cannot access) while they continue to enjoy all the features of their DVRs. For more information, please visit <http://www.timewarnercable.com/tuningadapter>.

HD TiVo and Moxi HD DVR users who would like to receive programming delivered using SDV are eligible to receive a Tuning Adapter for each CableCARD-equipped DVR, which we will provide at no charge.* Those customers will continue to pay the standard lease rate for their CableCARD(s).

Windows 7 Media Center PCs: Certain Media Center PCs connected to CableCARD-equipped Digital Cable Tuners (also known as OCURs) and running the Microsoft Windows 7 operating system may be used in conjunction with a Tuning Adapter to receive programming delivered using SDV technology. For more information on Media Center PC Tuning Adapter compatibility, please visit <http://www.timewarnercable.com/tuningadapter>.

Customers with Tuning Adapter-compatible Media Center PCs who would like to receive programming delivered using SDV are eligible to receive a Tuning Adapter for each CableCARD-equipped Digital Cable Tuner, which we will provide at no charge.† They will continue to pay the standard lease rate for their CableCARD(s).

* Terms and conditions subject to change.

† Terms and conditions subject to change.

Other CableCARD-Equipped Devices: For customers currently renting CableCARDS for use in UDCPs that are not compatible with the Tuning Adapter, Time Warner Cable will provide one basic HD converter per UDCP in exchange for the CableCARD(s) used in that device. This basic HD converter will allow these customers to receive programming delivered using SDV, but not our other interactive features (such as the Electronic Programming Guide, Video On Demand, and other two-services that, by design, UDCPs cannot access). For at least one year, these customers will pay the same monthly price for each basic HD converter that they are currently paying to rent a CableCARD. (Additional charges may apply after the initial one-year period if customers wish to continue to use the basic HD converter(s) at that time.)

To take advantage of this unique opportunity, customers must present the letter they receive announcing these offers (and, for UDCPs that are not compatible with the Tuning Adapter, the CableCARD(s) from each UDCP for which they would like a basic HD converter) at one of the locations below, during the following hours, within 60 days of the date of the letter:

ARLINGTON

2421 Matlock Road
Arlington, TX 76015
M-F8am-6pm
Sat 8am-5pm
972-742-5892

DALLAS

1565 Chenault Street
Dallas, TX 75228
M-F8am-6pm
Sat 8am-5pm
972-742-5892

DESOTO

223 W. Dalton
DeSoto, TX 75115
M-F9am-1pm/2pm-6pm
972-742-5892

FARMERS BRANCH

14079 Scnlac Drive
Farmers Branch, TX 75234
M-F8am-6pm
Sat 8am-5pm
972-742-5892

GARLAND

934 East Centerville
Garland, TX 75041
M-F8am-6pm
Sat 8am-5pm
972-742-5892

GRAPEVINE

820 W. Northwest Highway
Grapevine, TX 76051
M-F9am-1pm/2pm-6pm
972-742-5892

GREENVILLE

4520 Stonewall Street
Greenville, TX 75401
M-S8am-5pm
903-455-0012

IRVING

3301 W. Royal Lane
Irving, TX 75063
M-F8am-6pm
972-742-5892

MESQUITE

327 Gross Road
Mesquite, TX 75149
M-F9am-1pm/2pm-6pm
972-742-5892

PLANO

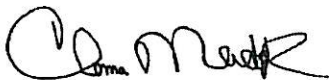
1414 Summit Avenue
Plano, TX 75074
M-F8am-6pm
Sat 8am-5pm
972-742-5892

RICHARDSON

1776 N. Greenville Avenue
Richardson, TX 75080
M-F9am-1pm/2pm-5pm
972-742-5892

Please let us know if you have any questions.

Thank you.



Clem Maddox
Director of Government Relations